

**CARELLA BYRNE CECCHI
OLSTEIN BRODY & AGNELLO, PC**

James E. Cecchi
5 Becker Farm Road
Roseland, NJ 07068-1739
Telephone: (973) 994-1700

SEEGER WEISS, LLP

Christopher A. Seeger
55 Challenger Road
6th Floor
Ridgefield Park, NJ 07660
Telephone: (973) 639-9100

Proposed Co-Liaison Counsel for the Class

[Additional counsel on signature page.]

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

CITY OF WARREN GENERAL
EMPLOYEES' RETIREMENT SYSTEM,
Individually and on Behalf of All Others
Similarly Situated,

Plaintiff,

vs.

CELGENE CORPORATION, MARK J.
ALLES, PETER N. KELLOGG, SCOTT A.
SMITH, NADIM AHMED and TERRIE
CURRAN,

Defendants.

Case No. 2:18-cv-04772-JMV-JBC

Hon. John Michael Vazquez
District Judge

Hon. James B. Clark, III.
Magistrate Judge

MOTION DAY: July 2, 2018

[Additional caption on following page.]

**RESPONSE IN FURTHER SUPPORT OF THE MOTION OF
AMF PENSIONS FÖRSÄKRING AB FOR CONSOLIDATION OF
RELATED ACTIONS, APPOINTMENT AS LEAD PLAINTIFF,
AND APPROVAL OF SELECTION OF COUNSEL**

CHARLES H. WITCHCOFF, Individually
and on Behalf of All Others Similarly
Situating,

Plaintiff,

v.

CELGENE CORPORATION, ROBERT J.
HUGIN, MARK J. ALLES, JACQUALYN
A. FOUSE, PETER N. KELLOGG, SCOTT
A. SMITH, and TERRIE CURRAN,

Defendants.

Case No. 2:18-cv-08785-JMV-JBC

Hon. John Michael Vazquez
District Judge

Hon. James B. Clark, III.
Magistrate Judge

MOTION DAY: July 2, 2018

AMF Pensionsförsäkring AB (“AMF”), the presumptively most adequate plaintiff asserting the largest financial interest in this litigation pursuant to the Private Securities Litigation Reform Act of 1995 (“PSLRA”), 15 U.S.C. § 78u-4(a)(3)(B), respectfully submits this response in further support of its motion for consolidation of the above-captioned related actions, appointment as Lead Plaintiff, and approval of its selection of Kessler Topaz Meltzer & Check, LLP as Lead Counsel for the class and Carella Byrne Cecchi Olstein Brody & Agnello, PC and Seeger Weiss, LLP as Co-Liaison Counsel for the class [ECF No. 24].¹ AMF’s motion is now unopposed.

In addition to AMF’s motion, timely motions were also filed on May 29, 2018, by the following movants:

- ERSTE-SPARINVEST Kapitalanlagegesellschaft m.b.H. and Universal-Investment-Gesellschaft mbH (“Erste-Sparinvest & Universal”) [ECF No. 21];
- Menora Mivtachim Insurance Ltd. and Menora Mivtachim Pensions and Gemel Ltd. (“Menora”) [ECF No. 23];
- Sunil Kawatra, David Bravman, Wolfgang Fabschuetz, William D’Ambruoso, and Oswaldo Guglielmo (the “Kawatra Group”) [ECF No. 20];
- Philip K. Uehisa (“Mr. Uehisa”) [ECF No. 14];
- City of St. Petersburg Police Retirement System (“St. Pete Police”) [ECF No. 17];
- General Retirement System of the City of Detroit (“Detroit”) [ECF No. 22];
- Donald Fritschie, George McGahren, Kevin Matzke, and Charles Matthews and Kristine Matthews (the “Fritschie Group”) [ECF No. 13];
- Allen E. Davis (“Mr. Davis”) [ECF No. 10]; and
- Chester County Employees’ Retirement Fund (“Chester County”) [ECF No. 9].

¹ Unless otherwise indicated, all references to “ECF No. __” are to docket entries in *City of Warren General Employees’ Retirement System v. Celgene Corp., et al.*, No. 2:18-cv-04772-JMV-JBC (D.N.J.).

Since these motions were filed, each of the competing movants has either withdrawn its motion, filed a notice of non-opposition acknowledging that it does not have the largest financial interest as required by the PSLRA, and/or expressly acknowledged that AMF has the largest financial interest and is entitled to appointment as Lead Plaintiff. *See* ECF Nos. 34 at 1 (Menora: “[AMF] has the largest financial interest in this action, and is thus the presumptive Lead Plaintiff”); 26 at 1 (St. Pete Police: “AMF . . . has the largest financial interest in this case [and] satisfies the requirements of Rule 23”); 32 at 1 (Chester County: “AMF. . . has the largest reported loss of all movants and otherwise satisfies the requirements of Rule 23”); 25 (Mr. Uehisa’s notice of non-opposition); 27 (Fritschie Group’s withdrawal); 29 (Detroit’s notice of non-opposition); 30 (Erste-Sparinvest & Universal’s notice of non-opposition); 31 (Kawatra Group’s notice of non-opposition); and 33 (Mr. Davis’s notice of non-opposition).

With losses exceeding \$25 million from relevant transactions in Celgene Corporation’s common stock, AMF unquestionably asserts the largest financial interest in this litigation of any movant filing a timely motion, AMF has exceeded the *prima facie* showing of typicality and adequacy required by the PSLRA, and no competing movant has provided “proof” to rebut AMF’s presumptive status as the most adequate plaintiff under the PSLRA. *See* 15 U.S.C. § 78u-4(a)(3)(B)(iii); *In re Cendant Corp. Litig.*, 264 F.3d 201, 263 (3d Cir. 2001) (describing the PSLRA’s process for selecting a lead plaintiff); ECF No. 24-1 at 8-10 (detailing AMF’s financial interest, adequacy, and typicality). Accordingly, AMF respectfully requests that the Court grant its unopposed motion in full.

Dated: June 18, 2018

Respectfully submitted,

s/ James E. Cecchi

James E. Cecchi

CARELLA BYRNE CECCHI

OLSTEIN BRODY & AGNELLO, PC

5 Becker Farm Road
Roseland, NJ 07068-1739
Telephone: (973) 994-1700
Facsimile: (973) 994-1744
jcecchi@carellabyrne.com

SEEGER WEISS, LLP

Christopher A. Seeger
55 Challenger Road
6th Floor
Ridgefield Park, NJ 07660
Telephone: (973) 639-9100
Facsimile: (973) 639-9393
cseeger@seegerweiss.com

Proposed Co-Liaison Counsel for the Class

KESSLER TOPAZ

MELTZER & CHECK LLP

Naumon A. Amjed
Darren J. Check
David A. Bocian
Ryan T. Degnan
Melissa L. Troutner
280 King of Prussia Road
Radnor, PA 19087
Telephone: (610) 667-7706
Facsimile: (610) 667-7056
namjed@ktmc.com
dcheck@ktmc.com
dbocian@ktmc.com
rdegnan@ktmc.com
mtroutner@ktmc.com

*Counsel for AMF Pensionsförsäkring AB and
Proposed Lead Counsel for the Class*

CERTIFICATION OF SERVICE

I hereby certify that, on June 18, 2018, service of the foregoing document was accomplished pursuant to the court's electronic filing procedures by filing these documents through the ECF system.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Dated: June 18, 2018

s/ James E. Cecchi
James E. Cecchi
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OLSTEIN BRODY & AGNELLO, PC
5 Becker Farm Road
Roseland, NJ 07068-1739
Telephone: (973) 994-1700
Facsimile: (973) 994-1744
jcecchi@carellabyrne.com